

# **OBERSTOWN CHILDREN DETENTION CAMPUS**

## **Board of Management**

### ***Code of Conduct for Members***

## **Role of individual members**

**Introduction** This part sets out and amplifies the duties of all members of the Board and Board Committees. The Chairperson shall advise any member, upon his/her request, on any question pertaining to his/her responsibilities as member.

**Primary duties** Members shall carry out their functions with integrity, independence, honesty, good faith and proper purpose and shall act in the best interests of the Oberstown. In particular, they shall:

- (a) attend Board meetings, and where relevant Committee meetings, providing apologies to the Secretary of the Board as soon as possible in advance;
- (b) act responsibly and fairly with the due care, skill, diligence, loyalty, and the prudence of a reasonable individual;
- (c) treat each other, and Oberstown staff and young people, with professionalism, courtesy and respect;
- (d) not improperly influence other members;
- (e) not act as spokespersons for the Board in any form, unless specifically requested by the Board to do so; and
- (f) participate actively and work co-operatively with fellow members in discharging their responsibilities as members.

**Duty to be Adequately Informed** All members shall:

- (a) develop and maintain a clear understanding of the functions of the Board;
- (b) familiarise themselves with the contents of the Children Act, The Code of Practice for the Governance of State Bodies, the Oberstown Children's Rights Policy Framework and other Oberstown Policies;
- (c) develop and maintain a clear understanding of the role of any Board committee on which they serve;
- (d) familiarise themselves with the contents of key Oberstown documents (as specified by Board from time to time);

- (e) seek clarification and take advice in respect of matters outside the member's expertise, in accordance with such procedures as may be agreed by Board for this purpose from time to time; and
- (f) prepare for meetings by reading and considering all papers circulated with the agenda, provided to them ordinarily at least one week before each meeting of the Board.

**Special interests** A member shall at all times act, as a member, in the best interests of the Oberstown, and shall not act as a representative of any special interest. However, nothing in this section shall restrict a member from representing at meetings of the Board the views of those by whom he or she has been nominated or elected, or to restrict the freedom of expression of that member.

**Confidentiality** Oberstown is committed to providing access to general information relating to its activities in a way that is open and enhances its accountability to the general public. However, in the course of their duties, members will have access, in written form and in the course of deliberations, to sensitive information such as personal information, information received in confidence by Oberstown, and potentially commercially sensitive information. Members are required to respect the confidentiality of such information, and shall:

- (a) ensure that appropriate care is taken to guarantee the security of sensitive Board and other documents, whether in paper or electronic form;
- (b) respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations of the Board;
- (c) ensure that confidential records are subject to appropriate access procedures;
- (d) observe any restrictions agreed by the Board on the use or dissemination of information (subject to Freedom of Information Act or Data Protection Act requirements); and
- (e) respect the privacy of individuals.

**Abuse of position** No member of the Board shall:

- (a) use their position as a member for personal profit, gain or advantage;
- (b) accept a gift, fee, favour, reward, gratuity or remuneration of any kind if it could be seen by the public, knowing the full facts, as intended or likely to cause a member to act in a particular way or deviate from the performance of his/her duty;
- (c) assist any person or any organization in its dealings with the Oberstown when such intervention may result in real or apparent preferential treatment to that person or organization by the Oberstown;

- (d) use, directly or indirectly, any facilities or services of Oberstown, nor allow them to be used, for purposes other than expressly approved by Oberstown;
- (e) after ceasing to be a member, make use of any information obtained in their capacity as a member that is not generally available to the public, in order to derive therefrom a benefit or advantage for themselves or that of any family member; or
- (f) for a period of two years after ceasing to be a member, give advice nor act in the name of or on behalf of someone else in negotiations with or in regard to contracts with Oberstown.

However, nothing in this section shall restrict staff representatives on Board from participating in deliberations or voting on, any matters relating to conditions of employment, which are not confined in their effect to the individual staff representative.

**Conflict of Interest** Members should be vigilant to ensure that real or perceived conflicts of interest are acknowledged and addressed.

- (a) A member shall be considered to have a real conflict of interest when s/he holds a personal interest, whether direct or indirect, of which s/he is aware and which in the opinion of a reasonably informed and well-advised person is sufficient to put into question the independence, impartiality, and objectiveness that the said member is obliged to exercise in the performance of his/her duties.
- (b) A member shall be considered to have a perceived conflict of interest when s/he appears to have, in the opinion of a reasonably informed and well-advised person, a personal interest, whether direct or indirect, that is sufficient to put into question the independence, impartiality, and objectiveness that the said member is obliged to exercise in the performance of his/her duties.

**Disclosure of Interest** Where a conflict of interest arises, a member shall make a full disclosure of the conflict, in writing, to the Chair of Board as soon as s/he becomes aware of same. Board Members are asked to read the Agenda and documents for Board meetings as soon as possible once circulated. Any potential/actual conflicts of interest should be brought to the attention of the Chair by 4.00 pm on the Friday prior to the Board meeting.

**Withdrawal from deliberations and decision** Members shall resolve a conflict of interest in the best interests of Oberstown by declaring his/her interest and leaving the room, thereby taking no part in the relevant discussion, decision or action. In circumstances where a member is unsure as to whether or not a conflict of interest exists or is material, s/he should discuss the matter with the Chair prior to the meeting. If in doubt, s/he should declare and offer to withdraw.

**Some specific situations**

- (a) A member of the Board who has an interest in either (i) a company (other than a public company of which he or she is not a director or otherwise involved in its management) or concern with which Oberstown proposes to make a contract, or (ii) a contract which Oberstown proposes to make, shall disclose to the Board the fact of the interest and its nature, and shall take no part in any deliberation or decision of the Board relating to the contract, and the disclosure shall be recorded in the minutes of the Board.
- (b) A member of the Board who is related to a person who is a candidate for appointment by the Board as an employee shall disclose to the Board the fact of the relationship and its nature and shall, if the Board so decides, take no part in any deliberation or decision of the Board relating to the appointment, and the disclosure and decision shall be recorded in the minutes of the Board.

Where a member of the Board engages with the Oberstown in the course of business, as a party to a contract, as a supplier of goods or services, or as a director or owner of an entity providing goods or services to the Oberstown, any such interest must be declared to the Board. The fact that Oberstown decisions regarding the engagement/business involvement are not made directly by the Board will not absolve any member of Board from the obligation to declare the interest.

***Ethics in Public Office Act[s]*** Members shall comply with the provisions of the Ethics in Public Office Act, 1995, and the Standards in Public Office Act, 2001, as these are applicable to the Board.

***Register of Interests.*** Oberstown shall maintain a Register of the Interests of members of the Board in a format to be approved by the Governance Committee and the Board.

### **Conduct of business**

***Conduct and Ethos*** The Board shall conduct its business in the best interests of Oberstown, in accordance with good practice in corporate governance, and shall always safeguard the good name and values of Oberstown.

### **Complaints and removal of members**

Under s 168(1) of the Children Act 2001, the Minister for Children and Youth Affairs may remove from office a member of the Board of Management

‘who, in the opinion of the Minister, has become incapable through ill-health of effectively performing his or her functions or has committed stated misbehaviour or whose removal appears to the Minister to be necessary for the effective performance by the board of its functions.’

Concerns about a Board member, brought to the attention of the Chair, will be discussed by the Chair with that Board member and brought to the attention of the Minister where

they cannot be resolved locally. Similarly, any concerns about the Chair raised by a Board member will be discussed with the Chair and brought to the attention of the Minister where they cannot be resolved locally.